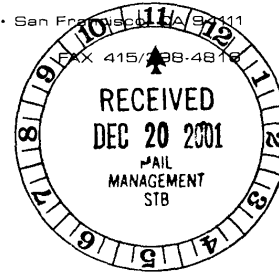


HELM

FINANCIAL CORPORATION

December 18, 2001

One Embarcadero Center • San Francisco, CA 94111
415/398-4510



Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Termination of Lease of Railroad Equipment dated November 19, 2001 by Helm Financial Corporation (as successor in interest to Helm-Atlantic Associates Limited Partnership) ("**Lease Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Lease Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

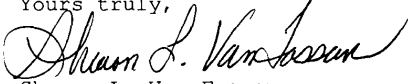
Name and Address of Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

Equipment: 140 RBL boxcars
CHTT 61750-61899 (Non Inclusive)

Please record this Lease Termination as a supplemental agreement to STB Recordation No. 20719 filed on June 16, 1997 at 10:46 AM. The filing fee of \$28,00 is included in our enclosed Check No. 47552 in the amount of \$308.00.

Summary: Termination of Lease of Railroad Equipment dated November 19, 2001 by Helm Financial Corporation for 140 RBL boxcars, CHTT 61750-61899 (Non Inclusive), to be filed as a supplemental agreement. Please file this Lease Termination as a supplemental agreement to STB Recordation No. 20719.

Yours truly,


Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

RECORDATION NO. 20719-A FILED

DEC 27 '01 8-59 AM

SURFACE TRANSPORTATION BOARD

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of November 19, 2001 by HELM FINANCIAL CORPORATION (as successor in interest to Helm-Atlantic Associates Limited Partnership), a California corporation ("Lessor").

1. Recitals. Lessor entered into Schedule No. 3 dated as of October 19, 1995 to the Lease of Railroad Equipment dated as of January 3, 1995omotive Lease Agreement dated as of September 29, 1995 ("Lease"), with **Union Pacific Railroad Company**, a Utah corporation, with respect to the one hundred forty (140) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation Numbers 20719 filed on June 16, 1997 at 10:46 AM.

The Lease was terminated on January 31, 2000. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. Termination. The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: Barbara W. Wilson
Name: Barbara W. Wilson
Title: Senior Vice President & CFO

RECORDATION NO. 20719-A FILED

DEC 27 '01 8:59 AM

SURFACE TRANSPORTATION BOARD

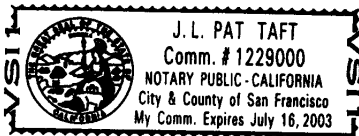
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On November 20th, 2001, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

_____ proved to me on the basis of satisfactory evidence

to be the person(~~s~~) whose name(~~s~~) is/~~are~~ subscribed to the within instrument and acknowledged to me that ~~he~~/she/~~they~~ executed the same in ~~his~~/her/~~their~~ authorized capacity(~~ies~~), and that by ~~his~~/her/~~their~~ signature(~~s~~) on the instrument the person(~~s~~), or the entity upon behalf of which the person(~~s~~) acted, executed the instrument.



Witness my hand and official seal.

SIGNATURE OF THE NOTARY

SCHEDULE A

To the Termination of Locomotive Lease Agreement
dated November 19, 2001

Description of the Units:

One hundred forty (140), 100-ton, 52'6" RBL boxcars with 9'4" inside width, single 14' plug doors and two Evans "Dual Air Pak" bulkheads; built by Fruit Growers Express Company in 1974.

Unit Numbers:

CHTT 61750-61751, 61753-61767, 61769-61777, 61779-61794, 61796-61829, 61831-61832, 61834-61840, 61842-61884, 61886-61890, 61892, 61894-61899.